



Entered on Docket
August 08, 2006

A handwritten signature in black ink, appearing to read "Bruce A. Markell".

Hon. Bruce A. Markell
United States Bankruptcy Judge

ORDER
SUSAN WILLIAMS SCANN, ESQ.
Nevada Bar No. 000776
PAUL R. CONNAGHAN, ESQ.
Nevada Bar No. 003229
DEANER, DEANER, SCANN, MALAN & LARSEN
720 South Fourth Street, Suite #300
Las Vegas, Nevada 89101 (702) 382-6911
Attorneys for Plaintiff Rio Rancho Professional Plaza, LLC

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

In re:	)	Case No. BK-S-06-10725 LBR
USA COMMERCIAL MORTGAGE	)	Case No. BK-S-06-10726 LBR
COMPANY,	)	Case No. BK-S-06-10727 LBR
	)	Case No. BK-S-06-10728 LBR
Debtor	)	Case No. BK-S-06-10729 LBR

In re:)	
USA CAPITAL REALTY ADVISORS, LLC.	)	Chapter 11
)	
Debtor)	

In re:	)	Jointly Administered Under
USA CAPITAL DIVERSIFIED TRUST	)	Case No. BK-S-06-10725 LBR
DEED FUND, LLC.)	
	)	Date of Hearing: August 8, 2006
Debtor	)	Time of Hearing: 10:30 a.m.

In re:	)	Affects:
USA CAPITAL FIRST TRUST)	<input type="checkbox"/> USA Commercial Mortgage Company
DEED FUND, LLC.)	<input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC
)	<input type="checkbox"/> USA Capital First Trust Deed Fund, LLC
Debtor)	<input type="checkbox"/> USA Securities, LLC
In re:)	<input type="checkbox"/> USA Realty Advisors, LLC
USA SECURITIES, LLC.)	<input type="checkbox"/> All Debtors
)	
Debtor)	

**ORDER GRANTING DEBTORS' AMENDED MOTION FOR AUTHORITY, SUBJECT
TO ADVANCE APPROVAL BY NEVADA MORTGAGE LENDING DIVISION,
FOR FERTITTA ENTERPRISES OR ITS AFFILIATE TO PROVIDE AN ADDITIONAL**

**ADVANCE FOR THE RIO RANCHO EXECUTIVE PLAZA LOAN SERVICED BY DEBTOR
USA COMMERCIAL MORTGAGE COMPANY [AFFECTS DEBTOR COMMERCIAL MORTGAGE
COMPANY AND DEBTOR USA CAPITAL FIRST TRUST DEED FUND, LLC]**

The Debtors filed an Amended Motion for Authority, Subject to Advance Approval by Nevada Mortgage Lending Division, For Fertitta Enterprises or its Affiliate to Provide an Additional Advance for the Rio Rancho Executive Plaza Loan Serviced by Debtor USA Commercial Mortgage Company [Affects Debtor Commercial Mortgage Company and Debtor USA Capital First Trust Deed Fund, LLC] (“the Motion”) which came on for hearing on August 8, 2006. The Court, having reviewed the Motion and the Declaration of Robert A. Russell in support of the Motion and finding that the committee representing the holders of interests in the Debtor USA Capital First Trust Deed Fund, LLC, and beneficiaries on the Rio Rancho Deed of Trust having no objection to the Motion and the proper notice having been given and that the Motion is in the best interest of the Debtors and their respective estate, and it appearing that no further hearing or notice is required and after due deliberation and sufficient cause appearing therefor, and subject to advance approval of the Nevada Mortgage Lending Division,

1. IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Debtors’ Amended Motion for Authority, Subject to Advance Approval by Nevada Mortgage Lending Division, For Fertitta Enterprises or its Affiliate to Provide an Additional Advance for the Rio Rancho Executive Plaza Loan Serviced by Debtor USA Commercial Mortgage Company [Affects Debtor Commercial Mortgage Company and Debtor USA Capital First Trust Deed Fund, LLC] be, including the assignment of the greater of \$400,000.00 or 50% of the success fee from USACM to Fertitta and the same hereby is approved and granted;

2. IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the advance approval from the Nevada Mortgage Lending Division has been given whereby the original 32 direct lenders are given the right of first refusal to fund the additional advance, not to exceed their original percentage of ownership. If time is of the essence and USA utilizes Fertitta to initially fund the advance, the direct lenders must be allowed a period of time not to exceed 30 days in which Fertitta will assign that percentage of ownership to the original direct lender with all new rights including

1 the sharing of 50% of the success fee; further, Fertitta may be substituted as a new servicer upon the
2 consent of the Direct Lenders who hold at least 51% of the outstanding balance of the Loan;

3 3. IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the
4 Debtor, USA Commercial Mortgage Company is hereby authorized to take all necessary and
5 reasonable action and to sign any and all documents necessary to close the escrow to which the loan
6 is being funded, and to carry out and complete the terms and conditions of the loan without further
7 order of the court;

8 4. IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that
9 the payment to participants in the Fertitta funding to have principal and interest payments paid on
10 the Fertitta funding (but not on other loan interests held by participants in the Fertitta Funding)
11 without hold backs, offsets or other impairments in the bankruptcy proceedings;

12 5. IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the
13 automatic ten (10) day stay under Bankruptcy Rule 6004(g) has been waived and does not apply to
14 this Order, and this Order is effective immediately upon entry;

15 6. IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that all
16 signatures are waived except Lenard E. Schwartz or Jeanette E. McPherson, Brigid Higgins,
17 Candace Carlyon and August B. Landis, all of whom appeared at the hearing on this matter on
18 August 8, 2006.

19 PREPARED BY:

20 DEANER, DEANER, SCANN,
21 MALAN & LARSEN

22 /s/ Paul R. Connaghan
23 PAUL R. CONNAGHAN, ESQ.
24 Nevada Bar No. 003229
25 720 South Fourth Street, Suite #300
26 Las Vegas, Nevada 89101 (702) 382-6911
27 Attorneys for Plaintiff Rio Rancho Professional Plaza, LLC
28

1 APPROVED BY:

2 SCHWARTZER & McPHERSON LAW FIRM

3 /s/ Lenard E. Schwartzer
Lenard E. Schwartzer, ESQ.
4 Nevada Bar No. 5423
Jeanette E. McPherson, ESQ.
5 Nevada Bar No. 0005423
2850 South Jones Boulevard, Suite 1
6 Las Vegas, Nevada 89146
Attorneys for Debtors

7 APPROVED BY:

8 SHEA & CARLYON, LTD.

9 /s/ Candace C. Carlyon
10 Candace C. Carlyon, ESQ.
Nevada Bar No. 002666
11 233 S. 4th Street, Second Floor
Las Vegas, Nevada 89101

12 APPROVED BY:

13 GORDON & SILVER, LTD.

14 /s/ Brigid Higgins
15 Brigid Higgins, ESQ.
Nevada Bar No. 005990
16 3960 Howard Hughes Pkwy., 9th Flr.
Las Vegas, Nevada 89109

17
18 UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE

19 /s/ August B. Landis
20 August B. Landis
Assistant United States Trustee
21 300 Las Vegas Blvd. South, Ste., 4300
Las Vegas, NV 89101

22 ###

23
24
25 F:\OFFICE\CLIENTS\Rio Ranch Executive Plaza LLC vs. USA Commercial\Docs\Order.wpd